

COCA COLA CO  
Form 4  
November 04, 2016

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See Instruction*  
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF  
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,  
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section  
30(h) of the Investment Company Act of 1940

## OMB APPROVAL

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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Waller Kathy N

(Last) (First) (Middle)

THE COCA-COLA  
COMPANY, ONE COCA-COLA  
PLAZA

(Street)

ATLANTA, GA 30313

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

COCA COLA CO [KO]

3. Date of Earliest Transaction  
(Month/Day/Year)

11/03/2016

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Executive VP, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting  
Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock, \$.25 Par Value	11/03/2016		M	46,800 A	\$ 23.92 104,345	D	
Common Stock, \$.25 Par Value	11/03/2016		S <sup>(1)</sup>	36,342 D	\$ 42.0626 68,003	D	
Common Stock, \$.25 Par					15,725 <sup>(3)</sup>	I	By 401(k) Plan

Value

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 23.92	11/03/2016		M		46,800		<u>(4)</u>	02/14/2017	Common Stock, \$.25 Par Value	46,800
Hypothetical Shares	<u>(5)</u>							<u>(6)</u>	<u>(6)</u>	Common Stock, \$.25 Par Value	6,820

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Waller Kathy N THE COCA-COLA COMPANY ONE COCA-COLA PLAZA ATLANTA, GA 30313			Executive VP, CFO	

## Signatures

/s/ Kathy N.  
Waller 11/04/2016

\*\*Signature of  
Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

\*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

(1) The reporting person sold a sufficient number of shares to satisfy the option exercise cost, taxes and brokerage fees and commissions. The net resulting shares were not sold by the reporting person.

(2) The price is the weighted average sale price of the aggregate number of shares that were sold by the reporting person. These shares were sold in multiple transactions at prices ranging from \$42.06 to \$42.075. The reporting person undertakes to provide to the issuer, any security holder of the issuer or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price.

(3) Shares credited to my account under The Coca-Cola Company 401(k) Plan, as of November 2, 2016.

(4) Option (with tax withholding right) granted on February 15, 2007 under The Coca-Cola Company 1999 Stock Option Plan. One-fourth of grant became exercisable on each of the first, second, third and fourth anniversaries of the grant date.

(5) Each hypothetical share is equal to one share of common stock of The Coca-Cola Company.

(6) There is no data applicable with respect to the hypothetical shares.

(7) As of November 2, 2016.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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